

CONSTITUTION

of

Friends of the Tweed Regional Museum Inc.

1 NAME

The name of the Organisation shall be "Friends of the Tweed Regional Museum Inc." (the "Friends")

2 OBJECTS

The Objects of the Friends are to:

- a) support and promote Tweed Regional Museum (the "Museum") a community asset owned and managed by Tweed Shire Council. Acknowledge the institution of the Museum and its contributory arms, the three historical societies that collectively provided the assets of the Museum;
- b) allow interested people to actively participate in the support of the Museum and its activities;
- c) arrange activities in consultation with the Museum Director of Tweed Shire Council (the "Director") supporting the Museum either at the Museum or other appropriate venues, which provide opportunities for members and the community to appreciate our cultural heritage through the functions and objects of the Museum;
- d) build collaborative working relationships with similar associations and groups;
- e) liaise with Tweed Shire Council via the Director and with Tweed Regional Museum Foundation Ltd;
- f) accept funding from annual membership fees and from any gift, donation,

- bequest or legacy given to benefit its operations;
- g) accept sponsorships from business houses, community groups and associations and from any person or corporation;
 - h) raise funds for the purpose of the Friends objectives;
 - i) provide financial assistance to the Museum to
 - add strategically to its collection,
 - lend or borrow relevant objects for exhibition,
 - assist in the daily operations of the Museum such as front of house, guiding and events,
 - produce publications appropriate and relevant to the Museum,
 - support any other purpose that assists the Museum;
 - j) employ any person deemed necessary to carry out its functions;
 - k) in consultation with the Director of the Museum, purchase plant and equipment considered necessary or desirable to enable the Friends to carry out its role;
 - l) keep members informed of the activities of the Friends of the Museum by the compilation and circulation of a Newsletter;
 - m) do all such things that are incidental or conducive to the attainment of any one or more of these objects.

3 MEMBERSHIP

- a) Applications for Membership from natural persons, organisations, and groups shall be made in such form as the Management Committee may from time to time prescribe.
- b) Applicants shall have their application referred to the next Committee meeting for approval and acceptance.
- c) As soon as possible after determination by the Committee, the applicant must be informed in writing that the Committee approved (or rejected) the application.

- d) A Register of financial Members shall be kept showing in respect of each Member their name, address and the date of commencement of Membership and shall be kept at a place to be determined by the Management Committee and shall always be open to inspection by a member of the Management Committee.
- e) Annual Membership Fees and fee structure shall be as determined at the Annual General Meeting.
- f) Membership entitlements are not transferable.
- g) The liability of a Member to contribute towards the payment of debts and liabilities, or the costs charges and expenses, of the winding up of the Friends is limited to the amount, if any, of un-expired membership fee standing to the credit of the Member.

4 MANAGEMENT

- a) The management of the Friends shall be vested in a Management Committee consisting of the Office Bearers and not fewer than nine (9) to be elected each year at the Annual General Meeting. In addition to the nominated and elected members the Committee shall have the power to co-opt or appoint Sub Committees from time to time.
- b) All elected or co-opted positions shall become vacant each year, for re-election at the Annual General Meeting.
- c) Any vacancy on the Committee, not including the Office bearers, may be filled at any time by:
 - introduction and nomination of an applicant by a Committee member;
 - submission of the appropriate Application Form;
 - a vote on the application being taken at the next Committee meeting;
 - such vote being decided by a simple majority of those present and

entitled to vote;

- prompt notification in writing to the applicant regarding the committee's decision.

d) No member of the Management Committee may be appointed to any salaried office of the Friends or may be paid by fees and no remuneration or other benefit shall be given by the Friends to any member of the Management Committee except repayment of out-of-pocket expenses.

5 OFFICE BEARERS

- a) The Office Bearers shall consist of a President, Vice-President, Secretary, Honorary Treasurer, and such other officers as shall be decided by the Members at the Annual General Meeting. The position of Public Officer may be filled by any one of the elected Office Bearers and appointed at the Annual General Meeting.
- b) All positions shall become vacant to be filled by election at each Annual General Meeting.
- c) Nominations for election to executive positions shall be from financial members of the Friends made in writing and in the hands of the Secretary before the time set for the convening of the Annual General Meeting.
- d) If insufficient nominations have been received then further nominations may be accepted from the floor at the Annual General Meeting.
- e) Any casual vacancy occurring among the Office Bearers may be filled by the Committee from among the Committee Members. The person so appointed shall hold office for the un-expired term of the member replaced.

6 PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- a) The Management Committee may meet together for the conduct of business, adjourn or otherwise appoint and regulate its meetings and the appointed place of meeting as it thinks fit but in any event must meet at least three (3) times in 12 months.
- b) The President may at any time and the Secretary on the requisition of any two members of the Committee summon a meeting of the Committee. At meetings of the Committee the President, or in his/her absence the Vice President, is to preside. If the President or Vice President are not present, or are unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present is to preside.
- c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the Committee shall for all purposes be a determination of the Committee. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

7 VACATION OF OFFICE

The office of a member of the Management Committee shall become vacant:
upon his/her decease;

- a) if he/she resigns his/her office by a Notice in writing to the Friends;
- b) if he/she is absent for six months or more without leave of the Committee;
- c) if he/she ceases to be a Member of the Friends;
- d) upon a Resolution being passed by a two-thirds majority of Members present at a properly constituted General Meeting specially called to remove him/her from office.

8 FINANCIAL YEAR

The Financial Year shall conclude on 31st December each year.

9 ANNUAL GENERAL MEETING

- a) The Annual General Meeting (AGM) shall be held not later than Six(6) months after the end of the Financial Year.
- b) The Annual report and Audited Financial Statements shall be presented at the AGM.
- c) No less than fourteen (14) days' notice of the Annual General Meeting shall be given to Members.
- d) A Committee Nomination form and a form of appointment of Proxy shall accompany the Notice of Meeting.
- e) An auditor need not be appointed by the Members at the Annual General Meeting when the gross receipts do not exceed \$250,000 as required by the NSW Dept of Fair Trading.
- f) If an auditor is required by paragraph (e) the auditor shall not be a Member or closely related to a member of the Management Committee.
- g) Subject to paragraph (e) and (h) of notice of intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one (21) days before the Annual General Meeting.
- h) Where the auditor submits his/her resignation or notifies the Secretary of his/her intention not to seek re-appointment as auditor paragraph (g) shall not apply.

10 SPECIAL GENERAL MEETING

Any three (3) members of the Management Committee may at any time, or the Secretary upon the written request of not less than 5 per centum of the Members of the Friends, convene a Special General Meeting to be held twenty-one (21) days from the date of receipt of the request.

11 QUORUM

At meetings of Members a quorum shall consist of ten (10) Members. At meetings of the Management Committee a quorum shall be five (5) Committee Members of which one must be an office-bearer. At the Annual General Meeting the quorum shall be ten (10) Members. If within half an hour of the date and time set down for a meeting a quorum is not present then the meeting shall be adjourned to the same time and place within one month. If at such adjourned meeting a quorum is not present then those members attending shall be deemed to be a quorum PROVIDED that the number of such members is not less than three (3).

12 NOTICE OF GENERAL MEETINGS

The Secretary shall give to the Members at least fourteen (14) days notice by a prominent notice in the local Newspaper of all general meetings of the Friends specifying the time, date, and place of the meeting and the nature of the business to be conducted.

13 FUNDS

- a) It is the responsibility of the Treasurer to record all moneys received by the Friends, to arrange their credit to the Friends' bank account and to ensure the prompt issue of receipts.
- b) All payments shall be made by cheque, except where payments in cash have been authorised in advance by the Committee. Cheques shall be signed by any two of the signatories the bank has been authorised to recognise. The signatories shall be committee members.
- c) The Treasurer shall keep the accounts up to date monthly and arrange for the Auditor to conduct an annual audit prior to the Annual General Meeting.

- d) The books of account shall be kept at the Registered Office and be open to inspection at any reasonable hour on the request of any Member.

14 NOT FOR PROFIT

The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

15 COMMON SEAL

In accordance with the Act the Friends have determined not to have a Common Seal.

16 MINUTES

The Management Committee shall cause minutes to be kept:

- a) of all appointments of office bearers and members of the Committee;
- b) of the names of all members of the Committee present at all Committee and General meetings;
- c) such minutes shall be signed by the chairman of the meeting of which the proceedings were recorded or by the chairman of the next succeeding meeting.

17 RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and

supply copies to the mediator.

18 EXPULSION OF MEMBERS

- a) The Committee may expel a Member of the Friends if, after affording such a Member an opportunity to explain his/her conduct either verbally or in writing, it is the opinion of the Committee that the conduct is detrimental to the best interests of the Friends, provided that:
- b) such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special Meeting convened to consider the proposed expulsion;
- c) such Special Meeting shall be held within a period of 30 days from the decision of the Committee to recommend expulsion of the member, at such a Special Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his/her conduct either verbally or in writing;
- d) voting at such a Special Meeting shall be by ballot if five (5) or more members present shall so demand;
- e) it is within the power of the Committee to exclude such member from participation in the affairs of the Friends until such Special Meeting is held.

19 APPOINTMENT OF PROXIES

Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy is to be in the form set out in Appendix II to these rules.

20 DISSOLUTION

- a) The Friends may be dissolved in the event of the membership becoming less than ten (10) persons or on the vote of a three-fourths majority of members present at Special General Meeting convened to consider such a question.

- b) Upon a Resolution being passed in accordance with paragraph (a) of this Rule the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

21 AMENDMENT OF THE CONSTITUTION

This Constitution and Rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General or Special General Meeting at which notice of the proposed amendment has been included in the Notice of Meeting.

APPENDIX I

APPLICATION FOR MEMBERSHIP

APPLICATION FOR MEMBERSHIP OF

Friends of the Tweed Regional Gallery Inc

(incorporated under the Associations Incorporation Act 1984.)

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to
become a member of the above-named incorporated association. In the event of
my admission as a member, I agree to be bound by the rules of the association
for the time being in force.

.....
Signature of applicant

Date.....

APPENDIX II FORM OF APPOINTMENT OF PROXY

I,.....of
.....
(full name) (address)

being a member of
.....
(name of incorporated association)

hereby appoint of
.....
(full name of proxy) (address)

being a member of that incorporated association, as my proxy to vote for me on
my
behalf at the general meeting of the association (annual general meeting or
special general meeting,
as the case may be) to be held on the
.....day of.....
(month and year)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

to be inserted if desired.

.....

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.